

DEPARTMENT OF FINANCIAL INSTITUTIONS
MINUTES OF MEETING
AUGUST 8, 2002

The Members of the Department of Financial Institutions met at 9:00 a.m., EST, at 402 West Washington Street, Room W-066, Indianapolis, Indiana, on Thursday, August 8, 2002. Members present were Loretta M. Burd, Vice Chairman, Tony Zaleski, David D. Baer, and James L. Saner. Also present from the Department were Charles W. Phillips, Director; James M. Cooper, Deputy Director, Depository Division; Kirk J. Schreiber, Senior Bank Analyst; Gina R. Williams, Senior Bank Analyst; Mark K. Powell, Supervisor, Credit Union Division; and Ronda Bailey, Administrative Assistant. Quest were Claudia Swhier of Barnes & Thornburg and Bill Wilhelm of Crowe Chizek. Quest representing the Credit Unions were Rick Rice, CEO and Amy Sink, Sr. VP & CFO of Teachers Credit Union, South Bend, Bruce Ingraham, CEO of Beacon Credit Union, Wabash, Ron Linstromberg, CEO of Dekalb Financial Credit Union, Auburn, Bill Dailey CFO of Forum Credit Union, Indianapolis, Mike Hussey, CEO of Tech Credit Union, Crown Point, George McNichols, CFO; Joe Ward VP Finance, and Dean Pielemeier, VP of Hoosier Hills Credit Union, Bedford and Doug Harris, CFO of Centra Credit Union, Columbus. Also attending the meeting was Michael R. Brown, Vice President of Executive Media. Member Briget Polichene was absent.

I. PUBLIC SESSION

A.) Director Charles Phillips informed the Members that a Chairman had not yet been appointed by the Governor and a replacement for Vice Chairman Gary Smith had not yet been elected. Secretary J. Philip Goddard was also absent from the meeting. Director Phillips asked James Cooper, Assistant Secretary to temporarily preside and call the meeting to order. Mr. Cooper entertained a motion to elect a Vice Chiarman. Tony Zaleski made a motion to elect Ms. Loretta M. Burd which was seconded by Mr. Baer. The motion was unanimously approved. At that time, the meeting was turned over to Vice Chairman, Loretta Burd to preside.

B.) Re-Organization of the Members as stipulated in IC 28-11-1.8.

- 1. Election of Secretary – J. Philip Goddard**
- 2. Election of Assistant Secretary – James M. Cooper**
- 3. Any other organizational matters**

The motion to approve the election of officers in section (B) items 1-2 was made by Mr. Zaleski and seconded by Mr. Baer. **The motion was unanimously approved.** There was no other organizational matters to be approved.

C.) Attendance

D.) Date of next meeting: September 12, 2002 @ 9:00 a.m.

The staff requested that the September 12, 2002, Members' meeting be rescheduled for September 19, 2002, due to the Examiners Seminar being held on September 11, thru

September 13, 2002. Due to several of the Members having previous meetings on September 19, 2002, the date for the September meeting has not yet been determined. Director Phillips

informed the Members that alternate dates would be faxed to them regarding the September meeting.

- E.) A motion was made for approval of the minutes of the meeting held on June 13, 2002, by Mr. Zaleski and was seconded by Mr. Baer. **The minutes were unanimously approved.**

DIVISION OF BANK AND TRUST COMPANIES

1.) **Indiana Trust and Investment Management Company Employee Stock Ownership Plan and Trust, Mishawaka, St. Joseph County, Indiana**

Mr. Kirk J. Schreiber, Senior Bank Analyst presented this application. Mr. Schreiber introduced Claudia Swhier of Barnes & Thornburg and Bill Wilhelm of Crowe Chizek who were attending the meeting representing the applicant. The Indiana Trust and Investment Management Company Employee Stock Ownership Plan and Trust ("ESOP") has applied to the Department for a change of control of ITC Holding Company ("Holdings"), Mishawaka, St. Joseph County, Indiana, and thereby, indirectly control Indiana Trust and Investment Management Company ("ITC") St. Joseph County, Indiana, pursuant to IC 28-1-2-23.

Holdings was incorporated May 8, 2002, but will not be operational until the consummation of this transaction. ITC is a state chartered non-depository trust company with trust assets under administration of \$731 million and with \$2 million in corporate assets. Three Founders currently own all of the common stock of ITC equally. These Founders want to plan for an orderly retirement from ITC and transfer control of ITC to a group of its employees through a newly formed ESOP.

The transfer of control of Holdings and ITC will occur through a series of transactions. First, Holdings will acquire the shares of ITC from the Founders in an exchange for shares of Holdings. Then the ESOP will be formed to acquire and hold shares of Holdings. And finally, a combination of sales, purchases and redemptions among the Founders, ESOP and Holdings to allow the ESOP to acquire a majority interest in Holdings. Upon consummation of all the transactions, Holdings will own 100% of ITC, the ESOP will own 57% of Holdings and the Founders will retain a minority interest in Holdings.

Mr. Schreiber explained that he had handed out to the Members before the meeting revised projections that the staff had received from the applicant earlier in the week. Due to the drastic changes in the market over the last couple of months, the applicant felt it should review and update its financial projections. The revised projections have no impact on the change of control transaction. The only differences in the revised projections from the projections in the member packets, as detailed in the letter from Mr. Wilhelm, deal with the decrease in assets under

administration due to the market conditions, ITC's fee schedule increases to bring them more in line with the market in which they operate, and finally, the phase out and retirement of the Founders being pushed back about a year. The financial projections for ITC reflect assets under administration growing from \$699 million at the end of 2002 to \$1.5 billion at the end of the 2010 calendar year. During the same time frame total equity capital will grow from \$4.3 million to \$5.7 million.

There will be no change in business strategy. The board of directors of Holdings will be the same as the current board of directors of ITC. Management of ITC will remain the same at least for a couple of more years until the retirement of the Founders. The key employees, who will make the initial rollover contributions to the ESOP, have on average approximately eighteen ("18") years of trust management, administration, operations and investment experience. ITC's last examination of September 30, 2001, noted that the leadership and oversight of management continues to be a strong characteristic for this organization.

The application for change of control meets the criteria of IC 28-1-2-23, and the staff recommends approval.

A motion for approval of the application was made by Mr. Baer and seconded by Mr. Saner. The application was unanimously approved.

1.) Madison County Federal Credit Union, Anderson Madison County, Indiana

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. Madison County Federal Credit Union has applied to the Members of the Department of Financial Institutions for approval of the merger of Anderson Post office Credit Union, Anderson, Madison County, Indiana with and into Madison County Federal Credit Union, Anderson, Madison County, Indiana.

This is a voluntary merger being entered into by the Board of Directors of Anderson Post Office Credit Union so that their members will be able to use the more complete and sophisticated services of Madison County Federal Credit Union.

Mr. Powell explained that Anderson Post Office Credit Union has had weak earnings for several years which has kept the credit union from providing the modern services that their members have been demanding. This merger will solve this problem, and is in the best interests of each credit union.

Mr. Powell also pointed out that the merger would have little or no effect upon the balance sheet of Madison County Federal Credit Union.

There were no questions from the Members concerning this merger.

Mr. Saner made a motion for approval which was seconded by Mr. Zaleski. The motion to approve the voluntary merger of Anderson Post Office Credit Union with and into Madison County Federal Credit Union was unanimously approved.

- 2.) Mr. Powell then gave a brief over-view of the field of membership statute changes that had been made during the 2002 legislative session. These changes have to do with including persons who either reside or work in "communities" within a credit unions field of

membership. This over-view was presented so that the Members would understand why the following applications were being presented.

- 3.) **TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA**
Teachers Credit Union is applying to the Members for permission to expand its field of membership to include persons who reside or work in the following communities:

Huntington County, Kosciusko County, Marshall County, Montgomery County, Putnam County, Concord Township, Osolo Township, Lawrence Township, Center Township, Pike Township, Perry Township, Franklin Township, Washington Township, Clay Township, and Delaware Township.

Mr. Powell explained that all of the requested entities fit within the statutory definitions of a community. Further, Mr. Powell stated that Teachers currently had a 9% capital ratio and was projecting capital to be 9.62% at the end of the pro-forma period. Mr. Powell went on to explain that Teachers did not anticipate building any new facilities or adding new staff because of these additions because the credit union already had facilities in all of these areas.

There were no questions from the Members concerning this application.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Saner. The motion was unanimously approved.

- 4.) **BEACON CREDIT UNION, WABASH, WABASH COUNTY, INDIANA**
Beacon Credit Union is applying to the Members for permission to expand its field of membership to include persons who reside or work in Wabash, Grant, Huntington, Cass, Carroll, White, Howard, Fulton, Marshall, Pulaski, Kosciusko, Whitely, Madison, and Blackford Counties.

Mr. Powell pointed out that all of these counties currently have Beacon facilities in them to serve existing members. Mr. Powell also stated that many of these counties have Beacon facilities because the credit union merged in several small farm bureau credit unions in the past.

Mr. Powell stated that the credit union currently had a capital ratio of 15.35% and was projecting a capital ratio of 13.69% at the end of the pro-forma period. Mr. Powell pointed out that this projected decrease in capital was being caused by growth during the pro-forma period, and that 13.69% capital was still quite strong. Mr. Powell further stated that the credit union was not adding new facilities or staff due to the requested field of membership expansion.

Ms. Burd asked Mr. Ingraham about the credit unions that Beacon had merged into their credit union. Mr. Ingraham replied that they had merged credit unions in each of the

requested counties except Kosciusko and that the largest merged credit union had been approximately \$2,000,000.00 in assets.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Saner. The motion was unanimously approved.

5.) **DEKALB FINANCIAL CREDIT UNION, AUBURN, DEKALB COUNTY, INDIANA**

DeKalb Financial Credit Union is applying to the Members for permission to expand its field of membership to include persons who live or work in DeKalb County, the city of New Haven, and the Townships of Jackson, Jefferson, Madison, Maumee, Milan, Monroe, Scipio, and Springfield (Allen Co.)

Mr. Powell pointed out that all of the requested entities fit the definition of a community. Further, Mr. Powell stated that DeKalb Financial Credit Union had a 9.71% capital ratio and was projecting capital to be 9.67% at the end of the pro-forma period. Mr. Powell stated that the credit union did not anticipate building any new facilities or adding any new staff because of these field of membership expansions. Mr. Powell also stated that the credit union was in New Haven due to the merger of a small farm bureau credit union that had been located there.

There were no questions from the Members concerning this application.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Baer. The motion was unanimously approved.

6.) **FORUM CREDIT UNION, FISHERS, MARION COUNTY, INDIANA**

Forum Credit Union is applying to the Members for permission to expand its field of membership to include person who live or work in Hendricks, Boone, and Hamilton Counties.

Mr. Powell stated that the requested entities do fit the definition of a community. Mr. Powell further stated that the credit union currently has a 10.17% capital ratio and is projecting capital to be 9.50% at the end of the pro-forma period. Mr. Powell pointed out that while capital is projected to

decrease during the pro-forma period the decrease is being planned by management and 9.50% is still a sound capital ratio, and the credit union has pledged that there ROA will not drop below 1% during this period. Mr. Powell pointed out that the credit union is not planning any immediate facility additions, but does plan on building a branch in Boone County during the pro-forma period. This branch addition has been included in all of the pro-forma projections.

Ms. Burd asked a question concerning the loss being shown for "Forum Solutions" (a CUSO). Mr. Dailey replied that while Forum Solutions was currently showing a net loss position due to start up costs the credit union has been encouraged by recent sales and expected the CUSO to be in a profitable position very soon. Mr. Powell pointed out to the

Members that a CUSO was a taxable subsidiary of a credit union that could provide certain services to the general public.

Mr. Baer made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Zaleski. The motion was unanimously approved.

7.) **INDIANA MEMBERS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA**

Indiana Members Credit Union is applying to the Members for permission to expand its field of membership to include persons who live or work in Hendricks County.

Mr. Powell stated that the requested entity fits the definition of a community. Further, Mr. Powell pointed out that the credit union currently had a 9.58% capital ratio and was projecting capital to be 10.76% at the end of the pro-forma period. Mr. Powell pointed out that the credit union was not anticipating erecting any new branches or adding new staff due to this expansion request. Mr. Powell pointed out that just as in the other applications the credit union has already established a presence in these communities and is simply asking for permission to add people who either reside or work in them to their fields of membership as now allowed by law.

Ms. Burd asked Mr. Miller whether the merged credit unions located in Noblesville, and Union City were state or federally chartered. Mr. Miller replied that they were federally chartered. Then Ms. Burd inquired as to where the main bodies of their memberships were located. Mr. Miller replied that in both cases the majority of the members of each credit union were located either in Noblesville, or Union City.

Mr. Saner made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Zaleski. The motion was unanimously approved.

8.) **TECH CREDIT UNION, CROWN POINT, LAKE COUNTY, INDIANA**

Tech Credit Union is applying to the Members for permission to expand its field of membership to include persons who live or work in the Illinois cities of Crest Hill, Joliet, and Plainfield.

Mr. Powell explained that this application is somewhat unusual in that the credit union is requesting that three Illinois cities be included in their field of membership. This situation is created by Tech Credit Union having a presence in Illinois created when the credit union was federally chartered. The Illinois branch locations and members were grand-fathered upon the credit union conversion to Indiana state charter, and Indiana has reciprocity with the state of Illinois as evidenced by the letter from Mr. Patrick Smith (Illinois Supervisor of Credit Unions.)

There then ensued a general discussion on the reciprocity situation with the state of Illinois in particular and other states in general.

Mr. Powell stated that Tech Credit union currently has a capital ratio of 10.85% and is projecting a 11.17% ratio at the end of the pro-forma period. Further, they are not anticipating building and new facilities or adding additional staff due to this expansion.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Saner. The motion was unanimously approved.

9.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

Hoosier Hills Credit Union is applying to the Members for permission to expand its field of membership to include persons who live or work in Dubois County.

Mr. Powell stated that the requested entity does fit the definition of a community. Mr. Powell also stated that the credit union currently has a capital ratio of 8.60% and is projecting capital to be 11.97% at the end of the pro-forma period. Mr. Powell further pointed out that the credit union currently has a small branch in Jasper, IN (Dubois Co.) but has plans to build a new branch and hire a Vice-President – Dubois County within the pro-forma period.

Ms. Burd asked Mr. McNichols if they had noticed any downturn in business at their Jasper branch due to the high unemployment in the surrounding counties. Mr. McNichols said that they had not noticed any downturn in Jasper, and that the employment rate in Dubois County was remaining solid. Mr. McNichols went on to say that due to their location the credit union had a lot of experience in dealing with high unemployment rates.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above community, which was seconded by Mr. Saner. The motion was unanimously approved.

Ms. Burd then made a note for the record that the next credit union on the agenda was Centra Credit Union; therefore, she was excusing herself from the room and turning the chair of the meeting over to Mr. James Cooper

10.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

Centra Credit Union is applying to the Members for permission to expand its field of membership to include person who live or work in Bartholomew, Clark, Floyd, Jackson, and Jefferson Counties.

Mr. Powell stated that the credit union currently has an 11.47% capital ratio and is projecting capital to be 11.76% at the end of the pro-forma period. Mr. Powell also stated that the credit union was not projecting the need to build new facilities or hire new staff because of

this expansion.

Mr. Baer asked Mr. Harris why the professional services expense was so high. Mr. Harris replied that this expense category contains several different expenses (i.e. legal, audit, edp) and that they total reflected was at or under the amount budgeted year to date.

Mr. Zaleski made a motion for approval to include persons who reside or work in the above communities, which was seconded by Mr. Baer. The motion was unanimously approved.

DIRECTOR'S COMMENTS AND REQUESTS

A.) Director Phillips presented to the Members for approval a resolution of appreciation for former Vice Chairman Gary M. Smith and former Member Ronald E. Depasse. Mr. Baer made a motion to approve the resolution of appreciation and which was seconded by Mr. Saner. The motion was unanimously approved.

B.) Griffith Savings Bank, Griffith, Lake County, Indiana

On April 24, 2002, the bank notified the Department requesting permission to establish a wholly owned, qualifying subsidiary to be known as Griffith Financial Corporation. Included in the notification was an application from Griffith Savings Bank to indirectly acquire through Griffith Financial once it is established, up to a 7.5% interest in Bankers Title of Northwest Indiana, LLC. Bankers Title would be considered an indirect non-qualifying subsidiary of the bank which was approved by the Director under Delegated Authority on June 10, 2002. **This item was for informational purposes only.**

C.) First American Bank, Vincennes, Knox County, Indiana

On May 30, 2002, the bank notified the Department of its intent to establish three qualifying subsidiaries pursuant to IC 28-13-16. The subsidiaries will be known as FAB Investment Company, Inc. (Op Sub 1"). Op Sub 1 will in turn establish a wholly owned subsidiary known as FAB Investment Center, Inc. (Op Sub 2"). Op Sub 1 and Op Sub 2 will in turn establish and be the sole members of a limited liability company to be known as FAB Investment, LLC ("LLC"). The LLC is being established to acquire, hold, sell, exchange and otherwise dispose of and collect the income from investment securities. **This item was for informational purposes only.**

D.) Farmers State Bank, LaGrange, LaGrange County, Indiana

On May 30, 2002, the bank notified the Department of its intent to establish three qualifying subsidiaries pursuant to IC 28-13-16. The subsidiaries will be known as FSB Investments, Inc. ("Op Sub 1"). Op Sub 1 will in turn establish a wholly owned subsidiary known as FSB Holdings, Inc. ("Op Sub 2"). Op Sub 1 and Sub 2 will in turn establish and be the sole members of a limited liability company to be known as FSB, LLC ("LLC"). The LLC is being established to acquire, hold, sell, exchange and otherwise dispose of and collect the income from investment securities. **This item was for informational purposes only.**

E.) First State Bank, Middlebury, Elkhart County, Indiana

On June 26, 2002, the bank notified the Department of its intent to establish three qualifying subsidiaries pursuant to IC 28-13-16. The subsidiaries will be known as First State Bank Holdings, Inc. ("Op Sub 1") Op Sub 1 will in turn establish a wholly owned subsidiary known as CVFC Investments, Inc. ("Op Sub 2"). Op Sub 1 and Op Sub 2 will in turn establish and be the sole members of a limited liability company to be known as Valley Line Investments, LLC. ("LLC"). The LLC is being established to acquire, hold, sell, exchange and otherwise dispose of and collect the income from investment securities. **This item was for informational purposes only.**

F.) Centier Bank, Whiting, Lake County, Indiana

On June 27, 2002, the bank notified the Department of its intent to establish three qualifying subsidiaries pursuant to IC 28-13-16. The subsidiaries will be known as Centier Investments Nevada, Inc. ("Op Sub 1"). Op Sub 1 will in turn establish a wholly owned subsidiary known as Centier Holdings Nevada, Inc. ("Op Sub 2"). Op Sub 1 and Op Sub 2 will in turn establish and be the sole members of a limited liability company to be known as Centier Nevada, LLC (LLC"). The LLC is being established to acquire, hold, sell, exchange and otherwise dispose of and to collect the income from investment securities. **This item was for informational purposes only.**

G.) Heritage Community Bank, Columbus, Bartholomew County, Indiana

On June 28, 2002, the bank notified the Department of its intent to establish three qualifying subsidiaries pursuant to IC 28-13-16. The subsidiaries will be know as Flagstone Insurance and Financial Services Holding Company (Flagstone Holding"), Flagstone Insurance and Financial Services, Inc. ("Flagstone P&C") and Flagstone Life Insurance and Financial Services, Inc. ("Flagstone Life"). **This item was for informational purposes only.**

- H.) Director Phillips will advise the Members of actions taken pursuant to Delegated Authority.

DIVISION OF BANK AND TRUST COMPANIES

1.) **GRIFFITH SAVING BANK, GRIFFITH, LAKE COUNTY, INDIANA**

The bank has applied to the Department for approval to indirectly acquire a minority interest in a non-qualifying subsidiary known as Bankers Title of Northwest Indiana, LLC ("Bankers Title"). The application was received on April 24, 2002. The Bank proposes to first establish a wholly owned qualifying subsidiary to be known as Griffith Financial Corporation ("Griffith"). The bank will contribute \$50,000 to Griffith in exchange for all of its authorized shares of capital stock. Griffith will in turn acquire up to a 7.5% interest in Bankers Title for a maximum investment of \$38,250. Bankers Title is an Indiana limited liability company authorized to serve as an agent for the issuance and sale of real estate title insurance and ancillary services and products common to, or related to, the providing of real estate title insurance. For the year ending December 31, 2001, Bankers Title reported net income of \$173M. Griffith Savings Bank is a mutual savings bank headquartered Griffith, Indiana. The bank's three-year average ROA is 0.46%. As of December 31, 2001, the bank's Tier 1

leverage capital ratio is 8.48%. Based on the information provided in the application, the investment by the bank in Bankers Title meets the criteria established in the Department's Policy for Establishing a Bank Subsidiary. **The Director approved this on June 10, 2002, under Delegated Authority.**

2.) **FIRST FARMERS BANK & TRUST COMPANY, CONVERSE, MIAMI COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a full service branch banking office at **2041 North Reed Road, Kokomo, Howard County, Indiana**. The application was received on May 28, 2002. The branch is to be known as **"Kokomo North Branch"**. The bank purchased the property for \$350M and plans to construct a new branch facility with a projected cost of \$600M. Furniture, fixtures, and equipment costs are projected at \$100M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. The bank's three-year average ROA is 1.28%. As of March 31, 2002, the bank's ROA is 1.49% and its Tier 1 leverage capital ratio is 8.38%. The investment in total fixed assets to total capital will be 33.26% after the branch is opened. The bank will have thirteen branches. **The Director approved this on July 11, 2002, under Delegated Authority.**

3.) **BIPPUS STATE BANK, HUNTINGTON, HUNTINGTON COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a full service branch banking office at **210 North Main Street, Roanoke, Huntington County, Indiana**. The application was received on June 24, 2002. The branch is to be known as **"Bippus State Bank"**. The bank purchased the land and building from Wells Fargo Bank Indiana, National Association, Fort

Wayne, Indiana for \$202M. Furniture, fixtures, and equipment costs are projected at \$50M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. The bank's three-year average ROA is 0.89%. As of March 31, 2002, the bank's ROA is 0.84% and its Tier 1 leverage capital ratio is 8.29%. The investment in total fixed assets to total capital will be 30.49% after the branch is opened. The bank will have three branches. **The Director approved this on July 11, 2002, under Delegated Authority.**

4.) **AMERIANA BANK AND TRUST, SB, NEW CASTLE, HENRY COUNTY, INDIANA**

The bank has applied for approval to relocate a branch banking office from **2894 Montgomery Road, Maineville, Warren County, Ohio** to **2906 Montgomery Road, Maineville, Warren County, Ohio**. The application was received on June 26, 2002. The bank will lease the space from an independent third party for five years plus an option to renew for two extensions at five years. It is estimated that there will be \$64M worth of leasehold improvements to make the site into a banking facility. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank will vacate the current branch upon expiration of the current lease on July 31, 2002. The bank's three-year average ROA is 0.80%. As of March 31, 2002, the Tier I leverage capital ratio is 7.16%. The investment in total fixed assets to total capital will increase from 16.49% before the proposed relocation to 16.64% following the relocation of the branch. **The Director**

approved this on July 11, 2002, under Delegated Authority.

5.) **FIRST BANK, MORGANTOWN, MORGAN COUNTY, INDIANA**

The bank has applied to establish a mobile branch, operated out of the Greenwood State Road 135 branch, to service customers in Johnson County, primarily in the Franklin, Whiteland, and eastern Greenwood areas. The application was received on July 1, 2002. To overcome the absence of an extensive branch network in Johnson County and to provide convenience for its customers, the bank intends to use a mobile branch to pick up check deposits and deliver new account paperwork to customer locations.

The bank will utilize a bank employee to staff the mobile office. The bank proposes to use a four door unmarked automobile with a small fire resistant lock box that will secure the deposits and bank documents that are being transported. Clients will utilize sealed, tamper-proof, disposable depository bags to transmit their transactions. A detailed tracking system will be implemented in order to establish an audit trail. The bank will maintain the appropriate insurance coverage, bond, crime, general liability and automobile comprehensive, to ensure the safety of customer deposits and transactions in transit. The applicant has complied with all of the statutory requirements of IC 28-2-13. **The Director approved this on July 11, 2002, under Delegated Authority.**

6.) **BANK ONE, NATIONAL ASSOCIATION, CHICAGO, COOK COUNTY, ILLINOIS**

An application for issuance of a certificate of admission was received from Bank One, National Association, Chicago, Cook County, Illinois ("Bank One"). Bank One filed the application to

enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-2-17 and IC 28-1-22. Bank One is a national bank chartered by the Office of the Comptroller of the Currency. Bank One will have branches in Indiana as a result of a merger with Bank One, Indiana, N.A., Indianapolis, Marion County, Indiana. Bank One will survive the merger, which is anticipated to close in August 2002. CT Corporation System, 36 South Pennsylvania, Suite 700, Indianapolis, Marion County, Indiana, has been appointed as resident agent for service of legal process by the bank. **A Certificate of Admission was issued by the Director under Delegated Authority on June 11, 2002.**

7.) **FIRST COMMUNITY BANCSHARES, INC., BARGERSVILLE, JOHNSON COUNTY, INDIANA**

The holding company has filed Articles of Dissolution for B.R. Acquisition Bank, a wholly owned interim bank subsidiary of First Community Bancshares, Inc. B.R. Acquisition Bank was approved as an interim bank under delegated authority on June 15, 2000, to facilitate the pending acquisition of Blue River Federal Savings Bank, Edinburgh, Johnson County, Indiana. B.R. Acquisition Bank was incorporated on June 22, 2000. However, the acquisition by First Community Bancshares, Inc. of Blue River Federal Savings Bank never received the necessary regulatory authorizations. The Department's approval of June 15, 2000, was conditioned upon the holding company obtaining the necessary regulatory approvals or First Community Bancshares, Inc. would have to take the steps necessary to dissolve B.R. Acquisition Bank

The Director approved the Articles of Dissolution on July 15, 2002, under Delegated Authority on July 15, 2002.

8.) **SAND RIDGE BANK, HIGHLAND, LAKE COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a full service branch banking office located at the **Northwest Corner of U.S. 231 and Broadway Avenue, Crown Point, Lake County, Indiana**. The application was received on June 11, 2002. The branch is to be known as the **"Sand Ridge Bank"**. The bank purchased the land for \$550M from an independent third party. The bank intends to construct a 6,000 sq. ft., one-story building for a projected cost of \$2,357M. Furniture, fixtures, and equipment are projected at \$447M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. The bank's three-year average ROA is 1.30%. As of March 31, 2002, the bank's ROA is 1.59% and its Tier 1 leverage capital ratio is 7.70%. The investment in total fixed assets to total capital will be 18.87% after the establishment of the branch. This will be the institution's seventh branch. **The Director approved this on July 19, 2002, under Delegated Authority.**

9.) **CENTIER BANK, WHITING, LAKE COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a full service branch banking office to be located at **650 South Lake Street, Miller, Lake County, Indiana**. The application was received on July 12, 2002. The branch is to be known as **"Centier Bank"**. The bank

intends to lease approximately 5,000 square feet in an existing building, which was previously used as a branch bank. The lease calls for monthly payments of \$3,500 and has 3 options to renew for 5 years each. Leasehold improvements are projected at \$10M and furniture, fixtures, and equipment at \$114M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. The bank's three-year average ROA is 1.17%. As of March 31, 2002, the bank's ROA is 1.28% and its Tier 1 leverage capital ratio is 7.70%. The investment in total fixed assets to total capital will be 12.64% after the establishment of the branch. This will be the institution's twenty-ninth branch. **The Director approved this on July 19, 2002, under Delegated Authority.**

10.) **HERITAGE COMMUNITY BANK, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA**

The bank has requested permission to hold real estate in excess of the ten-year limitation prescribed in IC 28-1-11-5. The addresses of the properties are **307, 309, 311, and 313 Ferry Street, Vevay, Indiana**. These properties were originally acquired with the intention of expanding the main office. According to the resolution, several of the buildings are currently used as retention sites for bank documents and others for parking spaces for bank employees. The building located at 313 Ferry Street is being leased to the local utility. The four properties have a net book value of \$83M. Heritage Community Bank is the resulting bank of a merger between Peoples Bank & Trust Company, Sunman; Union Bank & Trust Company, North Vernon; Vevay Deposit Bank, Vevay; and Farmers State Bank, Liberty. The merger consummated on November 9, 2001. Dean Miller, President of Heritage Community Bank, indicated that management would be assessing the resulting bank's fixed

assets needs to determine what to do with the properties. The bank's tier 1 leverage capital ratio as of March 31, 2002, was 8.59% and return on assets was 1.15%. Allowing the bank to continue to hold the real estate does not appear to endanger the safety and soundness of the bank. It is recommended that the bank be granted an extension to continue to hold the real estate until July 31, 2003, to allow management time to assess the bank's future fixed assets needs. **The Director approved the extension until July 31, 2003, under Delegated Authority on July 19, 2002.**

11.) **FIFTH THIRD BANK, INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied for approval to relocate a branch banking office from **210 North Third Street, Lafayette, Tippecanoe County, Indiana** to **53 South Second Street, Lafayette, Tippecanoe County, Indiana**. The application was received on July 5, 2002. The bank purchased the land for approximately \$800M. Construction of the building is estimated to cost \$1,380M. Furniture, fixtures and equipment costs are approximated at \$266M. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank intends to let the lease expire on the current location and move to the proposed location upon completion, projected to be November 1, 2002. The bank's three-year average ROA is 1.62%. As of March 31, 2002, the bank's ROA is 1.28% and its Tier 1 leverage capital ratio is 12.39%.

The Director approved this on July 26, 2002, under Delegated Authority.

12.) FIFTH THIRD BANK, INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA

The bank has applied for approval to consolidate two branch banking offices into one and then relocate into a newly constructed branch facility. The two branches that will consolidate are located at **531 Central Avenue, Connersville, Fayette County, Indiana** and **206 West 30th Street, Connersville, Fayette County, Indiana** will relocate to **120 West Fifth Street, Connersville, Fayette County, Indiana**. The application was received on July 5, 2002. . The bank purchased the land for approximately \$340M. Construction of the building is estimated to cost \$665M. Furniture, fixtures and equipment costs are approximated at \$274M. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank will vacate the current branches upon completion of the proposed branch.

The expected completion date is September 1, 2002. The bank is under lease on the West 30th Street branch and will let the lease expire. The bank owns the 531 Central Avenue office and will attempt to sell that branch. The bank's three-year average ROA is 1.62%. As of March 31, 2002, the bank's ROA is 1.28% and its Tier 1 leverage capital ratio is 12.39%. The investment in total fixed assets to total capital will increase from 7.86% before the two proposed relocation to 8.20% following the two branch relocations. **The Director approved this on July 26, 2002, under Delegated Authority.**

13.) BRANCH BANKING AND TRUST COMPANY, WINSTON-SALEM, FORSYTH COUNTY, NORTH CAROLINA

An application for issuance of a certificate of admission was received from Branch Banking and Trust Company, Winston-Salem, Forsyth County, North Carolina ("Branch Banking"). Branch Banking filed the application to enable it to transact business in the State of Indiana in

accordance with the provisions of IC 28-2-17 and IC 28-1-22. Branch Banking is a North Carolina state chartered commercial bank. Branch Banking will have one branch in Indiana as a result of a merger with the Bank of Louisville, Louisville, Jefferson County, Kentucky. The Bank of Louisville currently has one branch in New Albany, Indiana. Branch Banking will survive the merger, which is anticipated to close on September 13, 2002. Mary Cassady, 3003 Charlestown Crossing Way, New Albany, Floyd County, Indiana, has been appointed as resident agent for service of legal process by the bank. **A Certificate of Admission was issued by the Director under Delegated Authority on July 26, 2002.**

DIVISION OF CREDIT UNIONS

1.) DOUBLE ELEVEN CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place

the following organizations into the field of membership of the credit union:

Homeward Bound Properties, Inc. – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 12, 2002, under Delegated Authority.

2.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Fresh, Inc. d/b/a Subway – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)

Image Sales, Inc. – Crawfordsville – 5 members (common bond of occupation as defined by 28-7-1-10)

Merrillville Community School Corporation – Merrillville – 700 members (common bond of occupation as defined by 28-7-1-10)

SAMCO, LLC – Pierceton – 5 members (common bond of occupation as defined by 28-7-1-10)

EZ Repair, LLC – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Ransco, Inc. – Mishawaka – 5 members (common bond of occupation as defined by 28-7-1-10)

Employees of the St. Joseph County Soil & Water Conservation District – South Bend – 21 members (common bond of occupation as defined by 28-7-1-10)

B & R Properties – Elkhart – 4 members (common bond of occupation as defined by 28-7-1-10)

Burns International Security Services – Merrillville – 175 members (common bond of occupation as defined by 28-7-1-10)

Dan Finney Design, Inc. – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)

Pat's Ace Hardware #4355-I – Greencastle – 15 members (common bond of occupation as defined by 28-7-1-10)

Corporate Services, Inc. – South Bend – 200 members (common bond of occupation as defined by 28-7-1-10)

Arthur Guy & Company – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Crystal Mountain Water, Inc. – South Bend – 23 members (common bond of occupation as defined by 28-7-1-10)

Ohm Hospitality, Inc. – Richmond – 1 member (common bond of occupation as defined by 28-7-

1-10)

Immune Health, LLC – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)

North Star Christian Academy – Indianapolis – 20 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 21, 2002, under Delegated Authority.

3.) INDIANA MEMBERS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Promex, Inc. – Franklin – 28 members (common bond of occupation as defined by 28-7-1-10)

Family Video – Indianapolis – 34 members (common bond of occupation as defined by 28-7-1-10)

Rowland Design, Inc. – Indianapolis – 31 members (common bond of occupation as defined by 28-7-1-10)

Donaldson Associates – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)

Dunham Rubber & Belting Corporation – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-10)

Dave's Finish Line, Inc. – Indianapolis – 9 members (common bond of occupation as defined by 28-7-1-10)

CSX Corporation – Indianapolis – 1,600 members (common bond of occupation as defined by 28-7-1-10)

Ball State University Alumni Association – Muncie – 15 members (common bond of

occupation as defined by 28-7-1-10)

The Metropolitan School District of Wayne Township – Indianapolis – 1,700 members (common bond of occupation as defined by 28-7-1-10)

The Indiana Heart Hospital – Indianapolis – 425 members (common bond of occupation as defined by 28-7-1-10)

Cinergy Corporation – Plainfield – 7,500 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 24, 2002, under Delegated Authority

4.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed

Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

The Fitness Factory – Jasper – 2 members (common bond of occupation as defined by 28-7-1-10)

Krodel Law Office – Jasper – 2 members (common bond of occupation as defined by 28-7-1-10)

Pritchett Brothers, Inc. – Bedford – 25 members (common bond of occupation as defined by 28-7-1-10)

Pritchett Properties, LLC – Bedford – 1 member (common bond of occupation as defined by 28-7-1-10)

Syria Christian Church – Orleans – 409 members (common bond of church membership as defined by 28-7-1-10)

Jeff Johnson's Art Studio/Aart, Inc. – Orleans – 4 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 25, 2002, under Delegated Authority.

5.) **KEMBA INDIANAPOLIS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

First Call Relocations, Inc. – Indianapolis – 24 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 27, 2002, under Delegated Authority.

6.) **FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Praxis Management – Indianapolis – 15 members (common bond of occupation as defined by 28-7-1-10)

TLC Properties – Indianapolis - 4 members (common bond of occupation as defined by 28-7-1-10)

Total Team Solutions, LLC – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Brooklyn Ben's Barber – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)

United Catering, Inc. – Indianapolis – 25 members (common bond of occupation as defined by 28-7-1-10)

The Atrium, Inc. – Indianapolis – 25 members (common bond of occupation as defined by 28-7-1-10)

United Healthcare – Indianapolis – 20 members (common bond of occupation as defined by 28-7-1-10)

The Store House-Jeffersonville, LLC – Jeffersonville – 2 members (common bond of occupation as defined by 28-7-1-10)

Royal Treatment Carpet & Upholstery Cleaning – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Surgical Care Center – Indianapolis – 17 members (common bond of occupation as defined by 28-7-1-10)

Eye Surgeons of Indiana – Indianapolis – 35 members (common bond of occupation as defined by 28-7-1-10)

Consumer Credit Counseling Service of Central Indiana, Inc. – Indianapolis – 34 employees (common bond of occupation as defined by 28-7-1-10)

Apps Paramedical Services – Indianapolis – 43 members (common bond of occupation as defined by 28-7-1-10)

Landscape By Design – Cicero – 15 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on June 27, 2002, under Delegated Authority.

7.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a

credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Apple Lumber Company – Orleans – 5 members (common bond of occupation as defined by 28-7-1-10)

Bonny Spring Farm – Paoli – 2 members (common bond of occupation as defined by 28-7-1-10)

Jasper Countertop, Inc. – Jasper – 2 members (common bond of occupation as defined by 28-7-1-10)

Wininger's Garage – Orleans – 1 member (common bond of occupation as defined by 28-7-1-10)

Aisin Drivetrain, Inc. – Crothersville – 400 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on July 2, 2002, under Delegated Authority.

8.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

ADP – Louisville, KY – 40 members (common bond of occupation as defined by 28-7-1-10)
Hall's Floor Covering – Columbus – 2 members (common bond of occupation as defined by 28-7-1-10)

Jeffersonville – Clark Co. Building Authority – Jeffersonville – 12 members (common bond of occupation as defined by 28-7-1-10)

John Hubler Nissan, Inc. – Columbus – 25 members (common bond of occupation as defined by 28-7-1-10)

Milestone Contractors, LP – Indianapolis – 800 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on July 2, 2002, under Delegated Authority.

9.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Kruggel, Lawton & Company, LLC – South Bend – 32 members (common bond of occupation as defined by 28-7-1-10)

T.L. Rock, LLC – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

Minimaxx Academy, Inc. – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Family Home Living – Indianapolis – 2 members (common bond of occupation as defined by

28-7-1-10)

Vintage Homes, Inc. – South Bend – 10 members (common bond of occupation as defined by 28-7-1-10)

Utilimaster Corporation – Wakarusa – 550 members (common bond of occupation as defined by 28-7-1-10)

Country Roads Bar and Grill – Walkerton – 14 members (common bond of occupation as defined by 28-7-1-10)

LaCrosse Public School – LaCrosse – 39 members (common bond of occupation as defined by 28-7-1-10)

Michiana Tax Service, Inc. – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

AJ Mortgage, LLC – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

Adecco – Indianapolis – 700 members (common bond of occupation as defined by 28-7-1-10)

Schummer Trucking, Inc. – LaGrange – 2 members (common bond of occupation as defined by 28-7-1-10)

Bon Appetit Management Company – Crawfordsville – 50 members (common bond of occupation as defined by 28-7-1-10)

Creative Street Companies – Indianapolis – 70 members (common bond of occupation as defined by 28-7-1-10)

Metro Plastics Technologies, Inc. – Noblesville – 70 members (common bond of occupation as defined by 28-7-1-10)

Fraternal Order of Police Lodge #86 – Indianapolis – 1,566 members (common bond of professional association as defined by 28-7-1-10)

Indiana Association of School Business Officials – Indianapolis – 725 members (common bond of professional association as defined by 28-7-1-10)

The Director approved this on July 23, 2002, under Delegated Authority.

10.) PERFECT CIRCLE CREDIT UNION, HAGERSTOWN, WAYNE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Nettle Creek Ace Hardware – Hagerstown – 9 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on July 26, 2002, under Delegated Authority.

11.) FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a

credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Mackinac Development Corporation – Fishers – 15 members (common bond of occupation as defined by 28-7-1-10)

Batic Investments, LLC – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)

Jani King – Indianapolis – 6 members (common bond of occupation as defined by 28-7-1-10)

Hildebrandt's Fitness Center – Noblesville – 25 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on July 31, 2002, under Delegated Authority.

12.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Second Baptist Church – Bedford – 79 members (common bond of church membership as defined by 28-7-1-10)

The Director approved this on August 1, 2002, under Delegated Authority.

CONSUMER CREDIT DIVISION

- 1.)** American Summit Lending Corporation is requesting a consumer loan license. Applicant is based in Valley, MN. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company/attorneys. They currently operate in six states. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 2.)** Heartside Lending Corporation is requesting a consumer loan license. Applicant is based in Gladstone, MO. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in six states. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 3.)** Home Loan Center, Inc. is requesting a consumer loan license. Applicant is based in Irvine, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company. They currently operate in twelve states. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**

- 4.) Ryland Mortgage Company is requesting a consumer loan license. Applicant is based in Woodland Hills, CA. They will be making second mortgage loans, open-end and closed-end. They will not be servicing their loans. Loans will be closed by title company. They currently operate in 13 states. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 5.) Cash America Financial Services, Inc is requesting a consumer loan license. Applicant is based in Fort Worth, TX. They will be making small loans under IC 24-4.5-7. They will be servicing their loans. Loans will be single pay, short term loans secured by check offered at PB locations. They currently operate in four states. Applicant is a subsidiary of Cash America International, Inc. This is a publicly traded company. The company operates in 15 states with over 400 locations. Their primary business is pawnbroking. They are a licensed PB in Indiana under PB license #191, under Cash America, Inc. of Indiana d/b/a Cash America Pawn. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 6.) EDS Investments, Inc. d/b/a Cash Today is requesting a consumer loan license. Applicant is based in Carmel, IN. They will be making single pay, short term loans under IC 24-4.5-7. They will be servicing their loans. Principals were licensed with DFI under LL #1626, Instant Cash Advance, Inc. This license was previously surrendered prior to making application under this new entity. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 7.) G & R Advance, Inc. d/b/a A-1 Cash Advance is requesting a consumer loan license. Applicant is based in Indianapolis, IN at four locations. They will be making single-pay, short term loans under IC 24-4.5-7. They will be servicing their loans. Principal/sole officer was licensed with DFI under LL #1397, GRT, Inc. d/b/a A-1 Payday Loans. This license was surrendered prior to making application under this new entity. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 8.) Total Financial Solutions, Inc. d/b/a Cash N Go, Cash To Go, Cash Cow, Loan Zone. is requesting a consumer loan license. Applicant is based in Muncie, IN with 7 locations. They will be making single-pay, short term loans under IC 24-4.5-7. They will be servicing their loans. Principal/sole officer was licensed with DFI under Instant Cash, Inc. This license #1484 was surrendered prior to making application under the new entity. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**
- 9.) United Cash Advance, Inc. is requesting a consumer loan license. Applicant is based in Muncie, IN with five locations. They will be making single-pay, short term loans under IC 24-4.5-7. They will be servicing their loans. Principal/sole officer was previously licensed under Fast Cash USA, Inc. This was under LL #1368 and was previously surrendered prior to making application under this new entity. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**

- 10.) Marc & Brickette Solgan d/b/a Joseph's Jewelry & Loan is requesting a pawnbroker license. Applicant is based in Indianapolis, IN. References were all satisfactory. They are taking over an existing PB business due to death in the family. Marc Solgan has been a manager for Cash America since 1998. Applicant was interviewed by Division Supervisor Tarpey and Field Supervisor Benbow. Applicant is recommended for approval.

The Director approved this on July 16, 2002, under Delegated Authority.

- 11.) Bowers Kendallville Pawn Shop, Inc. is requesting a pawnbroker license. Applicant is based in Kendallville, IN. References were all satisfactory. There are no other pawnshops in Kendallville. Applicant was interviewed by Division Supervisor Tarpey and Field Supervisor Benbow. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**

- 12.) G & R Advance, Inc. d/b/a A-1 Cash Advance is requesting a check casher license. Applicant is based in Indianapolis with two Indianapolis, one Anderson, and one Noblesville location. They will be cashing all types of checks. References were all satisfactory. Previously licensed under LL #1397 and CC # 8046. Both were surrendered and principal is making application under new corporation. Fee will be 3%. Applicant is also making application for a license to make small loans under IC 24-4.5-7. Applicant is recommended for approval. **The Director approved this on July 16, 2002, under Delegated Authority.**

- 13.) American Auto Guardian, Inc. is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Mount Prospect, IL. Maximum cost to the customer is \$420. Free-look period is 60 days. Rule of 78ths refund upon prepayment in full. Customer deductible is covered up to \$1,000. They currently operate in Illinois. There is a contractual liability policy issued Twin City Fire Insurance Co. The initial dealer requesting approval is Ray Skillman Oldsmobile. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202(1)(c). **The Director approved this on July 16, 2002, under Delegated Authority.**

There being no further business to come before the Members, a motion to adjourn the meeting was made by Mr. Baer and seconded by Mr. Zaleski. **The motion was unanimously approved.**

APPROVED:

ATTEST:

Loretta M. Burd, Vice Chairman

James M. Cooper, Acting Secretary